

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

IN RE UNITEDHEALTH GROUP
INCORPORATED SHAREHOLDER
DERIVATIVE LITIGATION

Master File No. 06-1216 JMR/FLN

**ORDER DESIGNATING LEAD
PLAINTIFFS AND PLAINTIFFS'
COUNSEL**

Before the Court are various motions to appoint lead plaintiffs and lead counsel. [Docket Entry # 40 and #84 in Case Number 06-1216; #2, #13, #22, and #36 in Case Number 06-1959; and #2 and #13 in Case Number 06-2094.] This ORDER addresses each of those Motions. Plaintiff Jan Brandin is an individual investor who seeks to be appointed as Lead Plaintiff, and the "Pension Fund Group"¹ is a group of institutional investors who seek collectively to be designated as Lead Plaintiff. Another group of investors, lead by Plaintiff Raymond Clark, has withdrawn its Motion to be appointed Lead Plaintiff. [see Docket Entry # 16, #22 and #106 in Case Number 06-1216; #2, #11 and #70 in Case Number 06-1532.]

Based upon all of the files, records and proceedings herein, it is hereby ORDERED THAT:

¹ The Pension Fund Group consists of the following Plaintiffs: St. Paul Teachers' Retirement Fund Association, Public Employees' Retirement System of Ohio, State Teachers' Retirement System of Ohio, Public Employees' Retirement System of Mississippi, Jacksonville Police & Fire Pension Fund, Louisiana Municipal Police Employees' Retirement System, Louisiana Sheriffs' Pension & Relief Fund, Fire & Police Pension Association of Colorado, and the Connecticut Retirement Plans and Trust Funds.

A. Leadership of the Plaintiffs:

1. Plaintiffs Jan Brandin and the “Pension Fund Group” are hereby appointed Co-Lead Plaintiffs in this Consolidated Proceeding;
2. Karl Cambrone, of Chestnut & Cambrone, is hereby appointed Lead Counsel for the Plaintiffs in this Consolidated Proceeding;
3. There is hereby appointed a “Plaintiffs’ Coordinating Committee,” to be chaired by Lead Counsel, consisting of the following named Attorneys:
 - a. Michelle Blauner, of Shapiro, Haber & Urmy;
 - b. Gerald Silk, of Bernstein, Litowitz, Berger & Grossman;
 - c. Cynthia Calder, of Grant & Eisenhofer;
 - d. Ann Walther, of Rice, Michels, & Walther;

B. Responsibilities of Lead Counsel and the Plaintiffs’ Coordinating Committee.

Lead Counsel, shall have the following responsibilities and duties, to be carried out with the advice and consent of the Plaintiffs’ Coordinating Committee:

1. to coordinate the briefing and argument of any and all motions;
2. to coordinate the conduct of any and all discovery proceedings;
3. to coordinate the examination of any and all witnesses in depositions;
4. to coordinate the selection of counsel to act as spokesperson at all pretrial conferences;
5. to coordinate all settlement negotiations with counsel for defendants;
6. to coordinate and direct the pretrial discovery proceedings and the preparation for trial and the trial of this matter and to delegate work responsibilities to selected counsel as may be required;
7. to coordinate the preparation and filings of all pleadings;
8. to supervise all other matters concerning the prosecution or resolution of the consolidated actions;

9. to be responsible for receiving and disseminating to all other Plaintiffs' counsel, Court orders and notices; and
10. to be the contact between plaintiffs' counsel and defendants' counsel, as well as the spokesperson for all plaintiffs' counsel; and to be the contact between the Court and all plaintiffs and their counsel. In speaking for the plaintiffs, Lead Counsel shall consult with and communicate the views of the Plaintiffs' Coordinating Committee.

C. To facilitate the just, speedy and inexpensive determination of these proceedings, and to prevent duplicative pleadings or discovery by plaintiffs:

1. no motion, discovery request or other pretrial proceedings shall be initiated or filed by any plaintiff without the approval of Lead Counsel and the Plaintiffs' Coordinating Committee;
2. no settlement negotiations shall be conducted without the approval of Lead Counsel and the Plaintiffs' Coordinating Committee;

D. Time Reports:

1. All counsel for any plaintiff in the consolidated proceeding shall submit to Lead Counsel detailed time reports reflecting the hours of work expended by each attorney, and any staff person for whom the attorney separately bills by the hour, their billing rates and the subject matter of the work;
2. In addition to the Time Reports described above, Lead Counsel and each member of Plaintiffs' Coordinating Committee shall separately maintain time reports reflecting the hours of work expended by each attorney, or separately billed staff person, on Administrative matters related solely to their service as Lead Counsel or as a member of plaintiffs' Coordinating Committee;
3. All such time reports shall be submitted on a quarterly basis with the first report due no later than one month following the entry of this Order, and shall continue for each subsequent quarter thereafter or on such schedule as Lead Counsel, in consultation with the Coordinating Committee, shall determine;
4. Any failure to submit such reports may result in the disqualification of such unreported time from being reimbursed from any common fund, which may be created in the consolidated proceeding.

ALL OF THE FOREGOING IS SO ORDERED.

Dated: July 7, 2006

s/ Franklin L. Noel

FRANKLIN L. NOEL

United States Magistrate Judge